FORM D

Notice of Exempt Offering of Securities

SEC1972 (09/08)

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

Form D 1

Intentional misstatement Item 1. Issuer's Identity	ts or omissions of fact const	itute federal criminal viola	tions. See 18 U.S	S.C. 1001.
Name of Issuer The Habit Restaurants, LLC Jurisdiction of Incorporation/Organization	Previous Name(s)	X None		y Type (Select one) Corporation Limited Partnership
Delaware				Limited Liability Company General Partnership
Year of incorporation/Organization (Select one) Over Five Years Ago Within Last Five Years		t to Be Formed		Business Trust Other (Specify)
(specify year) (If more than one issuer is filing this notice, ch	eck this box and identif	•	aching Items 1 c	and 2 Continuation Page(s).)
Item 2. Principal Place of Business	and Contact Informat			<u></u>
Street Address 1	·	Street Address 2		
17320 Red Hill Avenue, Suite 140				_ PROCESSED
City	State/Province/Country	ZIP/Postal Code	Phone No	°. JAN 1 3 2009 E
Irvine	California	92614	(949) 85	1-8881
tem 3. Related Persons			<u> </u>	THOMSON REUTERS
Last Name	First Name		Middle N	Name
Bendel	Russell		w.	
Street Address 1		Street Address 2		na SEO
17320 Red Hill Avenue, Suite 140				Mail Processing Section
City		ZIP/Postal Code		Section
Irvine	California	92614		DEC 3 12008 Weshinston, DC
	Manager	32014		ייייייייייייייייייייייייייייייייייייייי
Relationship(s): X Executive Officer	Director Promoter			Weshington
Clarification of Response (if Necessary)				101,00
Item 4. Industry Group (Select	one)	ns by checking this box 🗵	and attaching l	tem 3 Continuation Page(s).)
Banking and Financial Services	Energy	2 DELAICE2	\sim	onstruction EITS & Finance
Commercial Banking		tric Utilitles	=	esidential
Insurance	$\stackrel{\smile}{\sim}$	rgy Conservation	$\overline{}$	ther Real Estate
Investing Investment Banking	\succeq	l Mining ironmental Services	Retail	ina
Pooled Investment Fund	$\overline{\mathcal{Q}}$	B Gas	Restai	_
If selecting this industry group, also sele	9 -	er Energy	Techno	= •
type below and answer the question be	low: Health (:are	ਹੁ	omputers elecommunications
Hedge Fund	\sim	echnology	$\overline{\mathcal{L}}$	ther Technology
Private Equity Fund Venture Capital Fund	$\overline{\mathcal{L}}$	ith insurance	Tra	
Other Investment Fund	ž	pitals & Physcians maceuticals	Ö	1 H T H T T T T T T T T T T T T T T T T
Is the issuer registered as an Investorment C	tment Oth	er Health Care	00	
Act of 1940? Yes No Other Banking & Financial Services	│ │ │ │ │ │ │ │ │ │ │ │ │ │ │ │ │ │ │	•	Ŏ ○ Other	09000708

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Item 5. Issuer Size (S

(Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)	specifying "hedge" or "other investment" fund in
No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Oecline to Disclose
O Not Applicable	Not Applicable
Item 6. Federal Exemptions and Exclusions Cla	laimed (Select all that apply)
	Investment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Section 3(c)(1) ☐ Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)
Item 7. Type of Filing	·
New Notice OR	nent
Date of First Sale in this Offering: 12-1-08	OR First Sale Yet to Occur
Item 8. Duration of Offering	
Does the issuer intend this offering to last more tha	an one year? Yes 🔀 No
_	ct all that apply)
_	
Item 9. Type(s) of Securities Offered (Select	ct all that apply)
Item 9. Type(s) of Securities Offered (Select	ct all that apply) Pooled Investment Fund Interests
Item 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire	ct all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities
Item 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option,	ct all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities
Item 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	ct all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)
Item 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Item 10. Business Combination Transaction Is this offering being made in connection with a busi	ct all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)
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Washington, DC 20549

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em 12. Sales Compensation	1			 .					_	
ecipient				Recip	ient CRD N	umber				
ONE				\Box			<u> </u>		No CRD Nu	nber
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									No CRD Nur	nber
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(Identify additional po	erson(s) b	eing pai	id comper	sation by a	hecking thi	s box 🔲 a	and attachi	ng Item 12	Continuatio	n Page(s
Item 13. Offering and Sales	Amour	nts							<u></u> .	
(a) Total Offering Amount	\$ 1	5,000	<u></u>				OR		· —	
							UK	∐ Indef	ınıte	
(b) Total Amount Sold	<u>['</u>	5,000	·							
(c) Total Remaining to be Sold (Subtract (a) from (b))	\$ <u>o</u>			·			OR	Indef	înite	
	v)									
Clarification of Response (if Necessary				-						
Clarification of Response (if Necessary										
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			 ;-							
Item 14. Investors	offering	have be	en or may	he sold to	Derrops wh	o do not a	unlifu ne noc	radited in	esters and s	nto the
	offering	have be	en or may y have invo	be sold to	persons wh	a do not qu	ualify as acc	redited inv	estors, and e	enter the
Item 14. Investors Check this box if securities in the	offering estors wh	have be o alread	en or may y have invo	be sold to ested in the	persons wh offering:	o do not qu	ualify as acc	redited inv	estors, and e	enter the
Item 14. Investors Check this box if securities in the number of such non-accredited inve	estors wh	o already	y have inv	ested in the	offering:	1	ualify as acc	redited inv	estors, and e	enter the
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Item 14. Investors Check this box if securities in the number of such non-accredited inve	estors who	o already ady have	y have invo	ested in the	offering:	1	ualify as acc	redited inv	estors, and e	enter the
Check this box if securities in the number of such non-accredited invented the total number of investors. Item 15. Sales Commissions Provide separately the amounts of sales.	who aire	o already ady have inders	y have invested	in the offer	offering: ing: 1	1				
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FORM D

number.

U.S. Securities and Exchange Commission

Washington, DC 20549

vide the amount of the gross proceeds of the offering that ha	
d for payments to any of the persons required to be nat ctors or promoters in response to Item 3 above. If the amou mate and check the box next to the amount.	med as executive officers,
Clarification of Response (if Necessary)	•
nature and Submission	
Please verify the information you have entered and rev	view the Terms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice	e, each identified issuer is:
Notifying the SEC and/or each State in whic	th this notice is filed of the offering of securities described and
undertaking to furnish them, upon written request, ir	n accordance with applicable law, the information furnished to offerees."
Irrevocably appointing each of the Secretar	y of the SEC and the Securities Administrator or other legally designated officer of
the State in which the issuer maintains its principal pl	lace of business and any State in which this notice is filed, as its agents for service of
process, and agreeing that these persons may accept	t service on its behalf, of any notice, process or pleading, and further agreeing that
such service may be made by registered or certified r	mail, in any Federal or state action, administrative proceeding, or arbitration brough
against the issuer in any place subject to the jurisdict	tion of the United States, if the action, proceeding or arbitration (a) arises out of any
activity in connection with the offering of securities t	hat is the subject of this notice, and (b) is founded, directly or indirectly, upon the
provisions of: (i) the Securities Act of 1933, the Securi	ities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment
Company Act of 1940, or the Investment Advisers Act	t of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the
State in which the issuer maintains its principal place	of business or any State in which this notice is filed.
Certifying that, if the issuer is claiming a Rul	le 505 exemption, the issuer is not disqualified from relying on <u>Rule 505 for one of</u>
the reasons stated in Rule 505(b)(2)(iii).	
• This undertaking does not affect any limits Section 102(a)) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290,
This undertaking does not affect any limits Section 102(a) 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of Stat "covered securities" for purposes of NSMIA, whether in all in	tes to require information. As a result, if the securitles that are the subject of this Form D are nstances or due to the nature of the offering that is the subject of this Form D, States cannot for otherwise and can require offering materials only to the extent NSMIA permits them to do
This undertaking does not affect any limits Section 102(a) 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of Stat "covered securities" for purposes of NSMIA, whether in all ir routinely require offering materials under this undertaking so under NSMIA's preservation of their anti-fraud authority. Each identified issuer has read this notice, knows the undersigned duly authorized person. (Check this box	tes to require information. As a result, if the securities that are the subject of this Form D are instances or due to the nature of the offering that is the subject of this Form D, States cannot for otherwise and can require offering materials only to the extent NSMIA permits them to do the extent NSMIA permits the extent NSM
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